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March 23, 1999

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: Perfect Season, Inc.

Gentlemen:

Enclosed you will find original and one copy of the Certificate of Amendment of Perfect Season, Inc. Also enclosed is our check in the amount of \$43.75, representing the following:

Filing Fee	\$35.00
Certified Copy	<u>8.75</u>
Total	\$43.75

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-03/29/99--01087--014
*****43.75 *****43.75

If you have any questions concerning the enclosures, please feel free to contact our office.

Sincerely,

Paul A. Lester

PAL/cs

Encls.

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03/23/99 11:57 AM

FILED
99 MAR 29 AM 11:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*Called Paul Lester to
inform him of correct date
& incorporation in 1st paragraph
4/6 KRC*

*NE AM
KRC
4/6*

**CERTIFICATE OF AMENDMENT
OF
PERFECT SEASON, INC.**


The undersigned, Paul A. Lester, President of Perfect Season, Inc., a corporation organized under the laws of the State of Florida on November 7, 1991, hereby certifies that on March 15, 1999, the Shareholders of the Corporation owning a majority of the outstanding common stock of Perfect Season, Inc. have signed a consent in writing adopting the following amendment to the Certificate of Incorporation. The number of votes cast in favor of the amendment was sufficient for approval.

1. ARTICLE I - Name, be and it hereby is amended to read as follows:

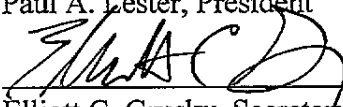
The Ultimate Bicycle Company, Inc.

2. Directors of the Corporation have also approved this Amendment.

IN WITNESS WHEREOF, the undersigned President and Secretary of this Corporation have executed this Certificate of Amendment this 17th day of March, 1999.



Paul A. Lester, President

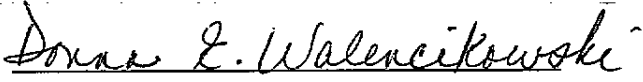


Elliott C. Grusky, Secretary

FILED
99 MAR 29 AM 11:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
) ss:
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 17th day of March, 1999, by Paul A. Lester, as President of Perfect Season, Inc., a Florida corporation, who is personally known to me or who has produced _____ as identification and who did take an oath.



Signature
DONNA E. WALENCIKOWSKI

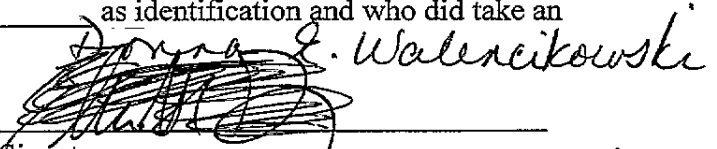
Print (Notary's Name)
Notary Public, State of Florida

Notary Stamp:



STATE OF FLORIDA)
) ss:
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 17th day of March, 1999, by Elliott C. Grusky, as Secretary of Perfect Season, Inc., a Florida corporation, who is personally known to me or who has produced _____ as identification and who did take an oath.



Signature
DONNA E. WALENCIKOWSKI
Print (Notary's Name)
Notary Public, State of Florida

Notary Stamp:

